

# BitFrontier Capital Holdings, Inc.

Amendment to Quarterly Report - Amended for 06/30/2025 originally published through the OTC Disclosure & News Service on [07/23/2025](#)

## Explanatory Note:

This amendment updates narrative sections to reflect the July 21, 2025 change of control, the July 24, 2025 Amended Note Agreement with Jeffrey Mutual, and the Company's future strategic direction. Minor corrections (including typographical) were also made. No changes were made to the financial statements.

*\*\*This coversheet was automatically generated by OTC Markets Group based on the information provided by the Company. OTC Markets Group has not reviewed the contents of this amendment and disclaims all responsibility for the information contained herein.*

## Disclosure Statement Pursuant to the Pink Basic Disclosure Guidelines

### BitFrontier Capital Holdings, Inc. (OTCID: BFCH)

d/b/a EVERMIND Holdings, Inc.

Incorporated in: State of Wyoming  
SIC Code: 7374 – Data Processing and Preparation

Address of Principal Executive Offices:  
5753 HWY 85 North, #6065  
Crestview, FL 32536

Telephone: +1 813-693-1377

Website: <https://evermindholdings.com/>

Investor Relations Contact: Jordan P. Balencic, D.O., CEO — [jbalencic@thinkevermind.com](mailto:jbalencic@thinkevermind.com)

## Quarterly Report

For the period ending: June 30, 2025

### Outstanding Shares

The number of shares outstanding of our Common Stock was:

693,392,845 as of June 30, 2025 (period end)

482,365,290 as of December 31, 2024 (most recent fiscal year end)

Note: Any changes after June 30, 2025 are disclosed under “Subsequent Events.”

### Shell Status

Indicate by check mark whether the company is a shell company (as defined in Rule 405 of the Securities Act of 1933, Rule 12b-2 of the Exchange Act of 1934 and Rule 15c2-11 of the Exchange Act of 1934):

Yes: ☐ No: ☒

Indicate by check mark whether the company’s shell status has changed since the previous reporting period:

Yes: ☐ No: ☒

### Change in Control

Indicate by check mark whether a Change in Control<sup>1</sup> of the company has occurred over this reporting period:

<sup>1</sup> “Change in Control” shall mean any events resulting in:

(i) Any “person” (as such term is used in Sections 13(d) and 14(d) of the Exchange Act) becoming the “beneficial owner” (as defined in Rule 13d-3 of the Exchange Act), directly or indirectly, of securities of the Company representing fifty percent (50%) or more of the total voting power represented by the Company’s then outstanding voting securities;

(ii) The consummation of the sale or disposition by the Company of all or substantially all of the Company’s assets;

(iii) A change in the composition of the Board occurring within a two (2)-year period, as a result of which fewer than a majority of the directors are directors immediately prior to such change; or

(iv) The consummation of a merger or consolidation of the Company with any other corporation, other than a merger or consolidation which would result in the voting securities of the Company outstanding immediately prior thereto continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or its parent) at least fifty percent (50%) of the total voting power represented by the voting securities of the Company or such surviving entity or its parent outstanding immediately after such merger or consolidation.

Yes: ☐ No: ☒

A Change in Control occurred **after** the reporting period on July 21, 2025 (see "Subsequent Events").

**1) Name and address(es) of the issuer and its predecessors (if any)**

In answering this item, provide the current name of the issuer any names used by predecessor entities, along with the dates of the name changes.

**Current name of issuer:** BitFrontier Capital Holdings, Inc.

**Previous names (with dates):**

Purio, Inc. — name change approved December 20, 2017; effective in the market February 5, 2018.

AOM Minerals, Ltd. — incorporated June 3, 2005; changed name to Purio, Inc. on December 5, 2007.

The state of incorporation or registration of the issuer and of each of its predecessors (if any) during the past five years; Please also include the issuer's current standing in its state of incorporation (e.g., active, default, inactive):

The Company was originally incorporated in Nevada on June 3, 2005 and redomiciled to Wyoming on August 14, 2010. The issuer's standing in **Wyoming is Active**.

Describe any trading suspension orders issued by the SEC concerning the issuer or its predecessors since inception:

**None.**

List any stock split, stock dividend, recapitalization, merger, acquisition, spin-off, or reorganization either currently anticipated or that occurred within the past 12 months:

**Currently anticipated:** On August 2, 2025, the Company signed a binding Letter of Intent (LOI) to acquire ERApeutics, LLC (d/b/a EVERMIND Beverage). The transaction remains subject to definitive agreements and customary closing conditions; **no shares have been issued** in connection with this LOI as of the date of this report.

**Occurred within the past 12 months:** None.

The address(es) of the issuer's principal executive office:

5753 HWY 85 North, #6065  
Crestview, FL 32536

The address(es) of the issuer's principal place of business:

☒ *Check if principal executive office and principal place of business are the same address:*

Has the issuer or any of its predecessors been in bankruptcy, receivership, or any similar proceeding in the past five years?

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No: ☒ Yes: ☐ If Yes, provide additional details below:

## 2) Security Information

### **Transfer Agent**

Name: Pacific Stock Transfer Company  
Phone: (702) 433-1979  
Email: ss@pacificstocktransfer.com  
Address: 6725 Via Austi Parkway, Ste 300 Las Vegas, NV 89119

Is the Transfer Agent registered under the Exchange Act? Yes: ☒ No: ☐

### **Publicly Quoted or Traded Securities:**

*The goal of this section is to provide a clear understanding of the share information for its publicly quoted or traded equity securities. Use the fields below to provide the information, as applicable, for all outstanding classes of securities that are publicly traded/quoted.*

Trading symbol:	<u>BFCH</u>	
Exact title and class of securities outstanding:	<u>Common Stock</u>	
CUSIP:	<u>09174L104</u>	
Par or stated value:	<u>0.0001</u>	
Total shares authorized:	<u>5,000,000,000</u>	as of June 30, 2025
Total shares outstanding:	<u>693,392,845</u>	as of June 30, 2025
Total number of shareholders of record:	<u>47</u>	as of June 30, 2025

### **Other classes of authorized or outstanding equity securities:**

*The goal of this section is to provide a clear understanding of the share information for its other classes of authorized or outstanding equity securities (e.g., preferred shares). Use the fields below to provide the information, as applicable, for all other authorized or outstanding equity securities.*

Exact title and class of the security:	<u>Preferred D</u>	
CUSIP (if applicable):	<u>N/A</u>	
Par or stated value:	<u>0.0001</u>	
Total shares authorized:	<u>51</u>	as of June 30, 2025
Total shares outstanding (if applicable):	<u>51</u>	as of June 30, 2025
Total number of shareholders of record (if applicable):	<u>1</u>	as of June 30, 2025

Exact title and class of the security:	<u>Preferred C</u>	
CUSIP (if applicable):	<u>N/A</u>	
Par or stated value:	<u>0.0001</u>	
Total shares authorized:	<u>24,750,000</u>	as of June 30, 2025
Total shares outstanding (if applicable):	<u>24,750,000</u>	as of June 30, 2025
Total number of shareholders of record (if applicable):	<u>8</u>	as of June 30, 2025

Exact title and class of the security:	<u>Preferred F</u>
CUSIP (if applicable):	<u>N/A</u>

Par or stated value:	<u>0.0001</u>	
Total shares authorized:	<u>20,000,000</u>	as of June 30, 2025
Total shares outstanding (if applicable):	<u>20,000,000</u>	as of June 30, 2025
Total number of shareholders of record (if applicable):	<u>1</u>	as of June 30, 2025

### **Security Description:**

*The goal of this section is to provide a clear understanding of the material rights and privileges of the securities issued by the company. Please provide the below information for each class of the company's equity securities, as applicable:*

#### **1. For common equity, describe any dividend, voting and preemption rights.**

Dividend Rights: Eligible when and if declared by the Board.

Voting Rights: 1:1 (one vote per share).

Preemptive Rights: None.

#### **2. For preferred stock, describe the dividend, voting, conversion, and liquidation rights as well as redemption or sinking fund provisions.**

Series D Preferred Stock: 51 super-voting shares, representing 51% of total voting power. *Not convertible into common stock.*

C Preferred Stock: Convertible into common stock at a rate of 1:2.

Series F Preferred Stock: Convertible into common stock at a rate of 1:2.

#### **3. Describe any other material rights of common or preferred stockholders.**

N/A

#### **4. Describe any material modifications to rights of holders of the company's securities that have occurred over the reporting period covered by this report.**

N/A

### **3) Issuance History**

The goal of this section is to provide disclosure with respect to each event that resulted in any changes to the total shares outstanding of any class of the issuer's securities **in the past two completed fiscal years and any subsequent interim period.**

Disclosure under this item shall include, in chronological order, all offerings and issuances of securities, including debt convertible into equity securities, whether private or public, and all shares, or any other securities or options to acquire such securities, issued for services. Using the tabular format below, please describe these events.

#### **A. Changes to the Number of Outstanding Shares**

Indicate by check mark whether there were any changes to the number of outstanding shares within the past two completed fiscal years:

No: ☐ Yes: ☒ (If yes, you must complete the table below)

Shares Outstanding as of Second Most Recent Fiscal Year End:  <u>Opening Balance</u>  Date <u>1/1/23</u> Common: <u>302,478,394</u> Preferred: <u>5,000,051</u>			*Right-click the rows below and select "Insert" to add rows as needed.						
Date of Transaction	Transaction type (e.g., new issuance, cancellation, shares returned to treasury)	Number of Shares Issued (or cancelled)	Class of Securities	Value of shares issued (\$/per share) at Issuance	Were the shares issued at a discount to market price at the time of issuance ? (Yes/No)	Individual/ Entity Shares were issued to.  *You must disclose the control person(s) for any entities listed.	Reason for share issuance (e.g., for cash or debt conversion ) -OR- Nature of Services Provided	Restricted or Unrestricted as of this filing.	Exemption or Registration Type.
<u>3/31/23</u>	<u>New Issuance</u>	<u>4,000,000</u>	<u>Preferred C</u>	<u>0.00</u>	<u>No</u>	<u>Bryan Wilkinson</u>	<u>New Issuance</u>	<u>Restricted</u>	<u>Restricted</u>
<u>3/31/23</u>	<u>New Issuance</u>	<u>6,250,000</u>	<u>Preferred C</u>	<u>0.00</u>	<u>No</u>	<u>Andrew Gilton</u>	<u>New Issuance</u>	<u>Restricted</u>	<u>Restricted</u>
<u>3/31/23</u>	<u>New Issuance</u>	<u>1,250,000</u>	<u>Preferred C</u>	<u>0.00</u>	<u>No</u>	<u>Brian Althizer</u>	<u>New Issuance</u>	<u>Restricted</u>	<u>Restricted</u>
<u>3/31/23</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Preferred C</u>	<u>0.00</u>	<u>No</u>	<u>Calvin Shanks</u>	<u>New Issuance</u>	<u>Restricted</u>	<u>Restricted</u>
<u>04/05/2023</u>	<u>New Issuance</u>	<u>3,750,000</u>	<u>Preferred C</u>	<u>0.00</u>	<u>No</u>	<u>Tom Corker</u>	<u>New Issuance</u>	<u>Restricted</u>	<u>Restricted</u>
<u>04/05/2023</u>	<u>New Issuance</u>	<u>3,750,000</u>	<u>Preferred C</u>	<u>0.00</u>	<u>No</u>	<u>Jason Holcomb</u>	<u>New Issuance</u>	<u>Restricted</u>	<u>Restricted</u>
<u>04/05/2023</u>	<u>New Issuance</u>	<u>1,000,000</u>	<u>Preferred C</u>	<u>0.00</u>	<u>No</u>	<u>Sam Clark</u>	<u>New Issuance</u>	<u>Restricted</u>	<u>Restricted</u>
<u>04/05/2023</u>	<u>New Issuance</u>	<u>3,750,000</u>	<u>Preferred C</u>	<u>0.00</u>	<u>No</u>	<u>Tom Ellison</u>	<u>New Issuance</u>	<u>Restricted</u>	<u>Restricted</u>
<u>06/21/2023</u>	<u>Cancellation</u>	<u>51</u>	<u>Preferred D</u>	<u>0.00</u>	<u>No</u>	<u>Bryan Wilkinson</u>	<u>Cancellation</u>	<u>Restricted</u>	<u>Restricted</u>
<u>06/26/2023</u>	<u>New Issuance</u>	<u>51</u>	<u>Preferred D</u>	<u>0.00</u>	<u>No</u>	<u>Andrew Gilton</u>	<u>Voting Control</u>	<u>Restricted</u>	<u>Restricted</u>
<u>06/26/2023</u>	<u>New Issuance</u>	<u>20,000,000</u>	<u>Preferred F</u>	<u>0.00</u>	<u>No</u>	<u>Andrew Gilton</u>	<u>Incentive</u>	<u>Restricted</u>	<u>Restricted</u>
<u>07/07/2023</u>	<u>New Issuance</u>	<u>15,814,064</u>	<u>Common</u>	<u>\$0.0062</u>	<u>Yes</u>	<u>Jeff Mutual</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>
<u>07/07/2023</u>	<u>New Issuance</u>	<u>25,805,500</u>	<u>Common</u>	<u>\$0.003</u>	<u>Yes</u>	<u>Jeff Mutual</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>
<u>0702/2024</u>	<u>New Issuance</u>	<u>23,026,666</u>	<u>Common</u>	<u>.00135</u>	<u>Yes</u>	<u>Jeff Mutual</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>

<u>12/23/2024</u>	<u>New Issuance</u>	<u>70,760,666</u>	<u>Common</u>		<u>Yes</u>	<u>Jeff Mutual</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>
<u>02/15/2025</u>	<u>New Issuance</u>	<u>44,535,555</u>	<u>Common</u>		<u>Yes</u>	<u>Jeff Mutual</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>
<u>06/30/2025</u>	<u>New Issuance</u>	<u>51,282,000</u>	<u>Common</u>		<u>Yes</u>	<u>Jeff Mutual</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>
<u>04/17/2025</u>	<u>New Issuance</u>	<u>56,616,000</u>	<u>Common</u>		<u>Yes</u>	<u>Jeff Mutual</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>
<u>04/23/2025</u>	<u>New Issuance</u>	<u>58,324,000</u>	<u>Common</u>		<u>Yes</u>	<u>Jeff Mutual</u>	<u>Debt Conversion</u>	<u>Unrestricted</u>	<u>Rule 144 (4a1)</u>
Shares Outstanding on Date of This Report:									
<u>Ending Balance:</u>									
Date 03/31/2025 Common: <u>693,392,845</u>									
Preferred: <u>44,750,051</u>									

**Example:** A company with a fiscal year end of December 31<sup>st</sup>, in addressing this item for its Annual Report, would include any events that resulted in changes to any class of its outstanding shares from the period beginning on January 1, 2021 through December 31, 2022 pursuant to the tabular format above.

Use the space below to provide any additional details, including footnotes to the table above:

**Shares vested but unissued (as of report date):**

- |      |                      |                   |                   |                        |
|------|----------------------|-------------------|-------------------|------------------------|
| (1)  | BGTV Direct          | 10,000,000 shares | Vested 11/26/2018 | Reg A stock Purchase   |
| (2)  | Who Are You Inc.     | 2,500,000 shares  | Vested 03/04/2019 | Reg A Stock Purchase   |
| (3)  | Traveling Caregivers | 7,500,000 shares  | Vested 03/14/2019 | Reg A Stock Purchase   |
| (4)  | George Storm         | 1,847,997 shares  | vested 07/18/19   | Debt Exchange          |
| (5)  | Andrew Gilton II     | 65,000,000 shares | Vested 04/01/2023 | CEO                    |
| (6)  | Andrew Gilton III    | 65,000,000 shares | Vested 04/01/2023 | Social Media           |
| (7)  | Jason Vardon         | 30,000,000 shares | Vested 04/01/2023 | CIO                    |
| (8)  | Douglas Vaughn       | 10,000,000 shares | Vested 05/01/2023 | Corporate Filings      |
| (9)  | Erica Beam           | 10,000,000 shares | Vested 04/01/2023 | Bookkeeping            |
| (10) | Mathew Tudor         | 5,000,000 shares  | Vested 05/01/2023 | Marketing              |
| (11) | Darren Leslie        | 5,000,000 shares  | Vested 05/01/2023 | VP Sales               |
| (12) | Peter Carcione       | 5,000,000 shares  | Vested 05/01/2023 | Public Relations       |
| (13) | Joseph Olsen         | 5,000,000 shares  | Vested 04/24/2023 | Operations manager     |
| (14) | Digital Carpenters   | 3,500,000 shares  | Vested 03/01/2024 | Technology Development |
| (15) | Quentin Phelps       | 10,000,000 shares | Vested 07/15/2023 | Technology Development |
| (16) | Tanner Berre         | 10,000,000 shares | Vested 04/01/2023 | Tech installations     |
| (17) | Justin Guiliano      | 10,000,000 Shares | Vested 01/01/2023 | Tech installations     |
| (18) | Quenton Phelps       | 10,000,000 Shares | Vested 04/01/2023 | Tech Installations     |

**Convertible Debt – Jeffrey Mutual (Amended July 24, 2025)**

On July 24, 2025, the Company and Jeffrey Mutual entered into an Amended and Restated Convertible Note Agreement consolidating multiple legacy convertible promissory notes originally issued between February 19, 2021 and December 13, 2022.

Under the amended agreement:

- The conversion price was fixed at \$0.01 per share of Common Stock.

- The total number of shares issuable to Mr. Mutual is capped at 200,000,000 shares in the aggregate. This cap is reflected in the Company's current reserve schedule with its transfer agent, which shows 200,000,000 shares reserved for potential issuance under the amended agreement.
- A 9.9% beneficial ownership limit applies at any given time.
- Conversion may be made on demand by written instruction to the Company's transfer agent.
- The agreement tacks Rule 144 holding period to the original note issuance dates.
- A full mutual release of all claims related to the prior debt instruments was included.

**This amendment permanently eliminated all variable-rate conversion provisions from Mr. Mutual's debt instruments, thereby removing the toxic convertible debt overhang from the Company's capital structure.** Management believes this restructuring enhances balance sheet stability and protects shareholders from further dilution beyond the stated limits.

#### Conversions to Date:

During the fiscal year ended June 30, 2025, Mr. Mutual converted portions of the legacy notes into an aggregate of approximately 210,000,000 shares of Common Stock. The remaining principal balance is convertible on demand, subject to the above limitations.

## B. Promissory and Convertible Notes

Indicate by check mark whether there are any outstanding promissory, convertible notes, convertible debentures, or any other debt instruments that may be converted into a class of the issuer's equity securities:

No: ☐ Yes: ☒ (If yes, you must complete the table below)

Date of Note Issuance	Outstanding Balance (\$)	Principal Amount at Issuance (\$)	Interest Accrued (\$)	Maturity Date	Conversion Terms (e.g., pricing mechanism for determining conversion of instrument to shares)	Name of Noteholder.  *You must disclose the control person(s) for any entities listed.	Reason for Issuance (e.g., Loan, Services, etc.)
<u>2/19/21</u>	<u>\$344,761</u>	<u>\$238,144</u>	<u>\$98,962</u>	<u>2/19/23</u>	The Conversion Price shall be equal to 50% of the lowest share price during the 10-previous trading day period prior to conversion or \$0.005 per share at the holder's discretion.	<u>Jeffrey Mutual</u>	<u>Loan #8</u>
<u>4/16/21</u>	<u>\$572,781</u>	<u>\$400,000.00</u>	<u>\$160,000</u>	<u>4/16/23</u>	The Conversion Price shall be equal to 50% of the lowest share price during the 10-previous trading day period prior to conversion or \$0.005 per share at the holder's discretion.	<u>Jeffrey Mutual</u>	<u>Loan #9</u>
<u>5/13/21</u>	<u>\$191,604</u>	<u>\$135,000.00</u>	<u>\$47,375</u>	<u>5/13/23</u>	The Conversion Price shall be equal to 50% of the lowest share price during the 10-previous trading day period prior to conversion or \$0.005 per share at the holder's discretion.	<u>Jeffrey Mutual</u>	<u>Loan #10</u>
<u>6/14/21</u>	<u>\$141,534</u>	<u>\$100,000.00</u>	<u>\$38,889</u>	<u>6/14/23</u>	The Conversion Price shall be equal to 50% of the lowest share price during the 10-previous trading day period prior to conversion or \$0.005 per share at the holder's discretion.	<u>Jeffrey Mutual</u>	<u>Loan #11</u>
<u>8/5/21</u>	<u>\$104,109</u>	<u>\$74,328.00</u>	<u>\$27,480</u>	<u>8/5/23</u>	The Conversion Price shall be equal to 50% of the lowest share price during the 10-previous trading day period prior to conversion or \$0.005 per share at the holder's discretion.	<u>Jeffrey Mutual</u>	<u>Loan #12</u>



<u>10/5/21</u>	<u>\$214,452</u>	<u>\$155,000.00</u>	<u>\$54,035</u>	<u>10/5/23</u>	<u>The Conversion Price shall be equal to 50% of the lowest share price during the 10-previous trading day period prior to conversion.</u>	<u>Jeffrey Mutual</u>	<u>Loan #13</u>
<u>11/19/21</u>	<u>\$205,635</u>	<u>\$150,000.00</u>	<u>\$50,764</u>	<u>11/19/23</u>	<u>The Conversion Price shall be equal to 50% of the lowest share price during the 10-previous trading day period prior to conversion.</u>	<u>Jeffrey Mutual</u>	<u>Loan #14</u>
<u>11/15/22</u>	<u>\$31,733</u>	<u>\$25,000.00</u>	<u>\$6,069</u>	<u>11/15/24</u>	<u>The Conversion Price shall be equal to 50% of the lowest share price during the 10-previous trading day period prior to conversion.</u>	<u>Jeffrey Mutual</u>	<u>Loan #15</u>
<u>12/13/22</u>	<u>\$314,100</u>	<u>\$250,000.00</u>	<u>\$57,986</u>	<u>12/13/24</u>	<u>The Conversion Price shall be equal to 50% of the lowest share price during the 10-previous trading day period prior to conversion.</u>	<u>Jeffrey Mutual</u>	<u>Loan #16</u>

Use the space below to provide any additional details, including footnotes to the table above:

On July 24, 2025, the Company and Jeffrey Mutual entered into an Amended and Restated Convertible Note Agreement consolidating multiple legacy convertible promissory notes originally issued between February 19, 2021 and December 13, 2022.

Under the amended agreement:

- The conversion price was fixed at \$0.01 per share of Common Stock.
- The total number of shares issuable to Mr. Mutual is capped at 200,000,000 shares in the aggregate. This cap is reflected in the Company's current reserve schedule with its transfer agent, which shows 200,000,000 shares reserved for potential issuance under the amended agreement.
- A 9.9% beneficial ownership limit applies at any given time.
- Conversion may be made on demand by written instruction to the Company's transfer agent.
- The agreement tacks Rule 144 holding period to the original note issuance dates.
- A full mutual release of all claims related to the prior debt instruments was included.

As a result of the July 24, 2025 amendment, all legacy convertible debt instruments previously held by Mr. Mutual were **extinguished and superseded** by the single amended note. The Company considers this restructuring to have eliminated the "toxic" variable-rate debt overhang from its capital structure.

Mr. Mutual is a **significant creditor** of the Company and, by virtue of his ability to convert within a 60-day period, is a **beneficial owner of more than 5%** of the Company's Common Stock for purposes of SEC Rule 13d-3. However, pursuant to the contractual **9.9% beneficial ownership limitation**, he is **not deemed a "control person"** under Rule 405 of the Securities Act of 1933 or for purposes of OTC Markets disclosure.

During the fiscal year ended **June 30, 2025**, portions of Mr. Mutual's debt instruments were converted into Common Stock consistent with the legacy agreements. As of the filing date of this report, the Company's transfer agent continues to maintain a reserve of **200,000,000 shares** for potential issuance under the amended note. Management has been verbally advised by Mr. Mutual that, as a matter of personal investment preference, he does not presently intend to exercise conversions until the market price of the Company's Common Stock is at or above \$0.01 per share. Management understands this price level corresponds to the fixed conversion rate established under the amended agreement. This statement reflects the noteholder's current intention only, is not contractually binding, and may be changed by the noteholder at any time without notice.

#### 4) Issuer's Business, Products and Services

The purpose of this section is to provide a clear description of the issuer's current operations.  
(Please ensure that these descriptions are updated on the Company's Profile on [www.otcmarkets.com](http://www.otcmarkets.com)).

A. Summarize the issuer's business operations (If the issuer does not have current operations, state "no operations")

The Company currently maintains legacy operations in the cryptocurrency mining sector through its existing inventory of mining servers and related hosting equipment. These assets remain on the Company's balance sheet and are preserved in order to maintain operational status and to explore potential strategic alternatives, including disposition or redeployment.

In parallel, the Company has initiated a strategic turnaround and repositioning under its d/b/a “EVERMIND Holdings, Inc.” to become a capital-efficient public platform at the intersection of human optimization, functional consumer products, health technologies, and performance infrastructure. This pivot expands the Company’s operational scope while retaining existing mining-related assets until such time as management determines their optimal utilization or monetization.

B. List any subsidiaries, parent company, or affiliated companies.

As of the filing date, the Company’s subsidiaries include:

- **ASICS Miners US LLC** – engaged in cryptocurrency mining hardware sales.
- **Liquid Immersion LLC** – engaged in hosting and cooling technologies for small and mid-sized mining operations.

Future subsidiaries are contemplated under the Company’s restructuring plan, including divisions dedicated to functional wellness brands and performance technologies.

C. Describe the issuers’ principal products or services.

The Company’s legacy operations include server sales and hosting services for cryptocurrency mining. The Company is expanding its scope to include:

- **EVERMIND Labs (in formation)** – an incubation platform for science-supported consumer wellness brands, beginning with the EVERMIND™ functional beverage line targeting cognitive health.
- **EVERMIND Technologies (in formation)** – focused on the development and commercialization of cognitive and AI-driven health tools designed to enhance human performance.
- **IP Development and Incubation** – selective acquisition and development of intellectual property with potential to scale into standalone product lines or technology platforms.

This blended strategy allows the Company to preserve existing assets while building a diversified platform at the intersection of human optimization, functional wellness, and performance technology.

## 5) Issuer’s Facilities

The goal of this section is to provide a potential investor with a clear understanding of all assets, properties or facilities owned, used, or leased by the issuer and the extent in which the facilities are utilized.

In responding to this item, please clearly describe the assets, properties or facilities of the issuer, give the location of the principal plants and other property of the issuer, and describe the condition of the properties. If the issuer does not have complete ownership or control of the property (for example, if others also own the property or if there is a mortgage on the property), describe the limitations on the ownership.

If the issuer leases any assets, properties, or facilities, clearly describe them as above and the terms of their leases.

The Company utilizes leased and third-party facilities, as described below. There are no mortgages or liens on any facility used by the Company.

### Corporate / Administrative Office.

The Company is in the process of relocating its executive and administrative functions to leased office space in Lancaster, Pennsylvania. This location will house management, finance, and investor relations activities. The facility is adequate for

current needs and provides capacity for expansion as operations scale. The Company may also utilize co-working or short-term office arrangements on an as-needed basis.

#### **Principal Executive Office of Record.**

The Company's official executive office address of record remains 5753 HWY 85 North, #6065, Crestview, FL 32536. Mail for the Company may be directed to this address, while day-to-day operations are transitioning to the Lancaster, Pennsylvania office.

#### **Legacy Mining Equipment and Related Infrastructure.**

The Company continues to own cryptocurrency mining servers and related hosting/cooling equipment, which remain recorded on the balance sheet. At present, management is evaluating the condition and potential utility of these assets, including whether they can be redeployed, leased, or sold. The Company has not executed any definitive agreements regarding disposition as of the filing date. Retention of these assets helps the Company maintain operational status while pursuing its transition into wellness and performance technologies.

#### **Manufacturing / Distribution (Consumer Wellness Platform).**

The Company does not own manufacturing plants or distribution warehouses. As part of its pivot to consumer wellness and performance technologies, the Company expects to utilize contract manufacturing (co-packing), third-party laboratories, and third-party logistics providers for production, testing, and fulfillment on an as-needed basis. The Company has no long-term facility commitments in place as of the filing date.

#### **Facilities No Longer Operated.**

The Company has no current plans to open a company-owned facility in Wyoming. Prior references to such facilities are no longer applicable.

### **6) Officers, Directors, and Control Persons**

Using the table below, please provide information, as of the period end date of this report, regarding any officers, or directors of the company, individuals or entities controlling more than 5% of any class of the issuers securities, or any person that performs a similar function, regardless of the number of shares they own. **If any insiders listed are corporate shareholders or entities, provide the name and address of the person(s) beneficially owning or controlling such corporate shareholders, or the name and contact information (City, State) of an individual representing the corporation or entity in the note section.**

Include Company Insiders who own any outstanding units or shares of any class of any equity security of the issuer.

The goal of this section is to provide an investor with a clear understanding of the identity of all the persons or entities that are involved in managing, controlling or advising the operations, business development and disclosure of the issuer, as well as the identity of any significant or beneficial shareholders.

As of the period ended June 30, 2025, the following individuals are officers, directors, or beneficial holders of more than 5% of any class of the Company's securities. Beneficial ownership determinations are made pursuant to **Exchange Act Rule 13d-3(d)(1)**, which includes the right to acquire securities within 60 days.

Names of All Officers, Directors and Control Persons	Affiliation with Company (e.g., Officer Title /Director/Owner of more than 5%)	Residential Address (City / State Only)	Number of shares owned	Share type/class	Ownership Percentage of Class Outstanding	Names of control person(s) if a corporate entity
Andrew Gilton	CEO	CA/USA	<u>51</u>	<u>Preferred D</u>	<u>100%</u>	<u>Individual ownership</u>
Andrew Gilton	<u>CEO</u>	<u>CA/USA</u>	<u>6,250,000</u>	<u>Preferred C</u>	<u>60%</u>	<u>Individual ownership</u>
Andrew Gilton	<u>CEO</u>	<u>CA/USA</u>	<u>20,000,000</u>	<u>Preferred F</u>	<u>100%</u>	<u>Individual ownership</u>
Jeffrey Mutual	<u>Non-affiliate, beneficial holder &gt;5%</u>	<u>MI/USA</u>	<u>*</u> <u>-</u>	<u>Common (on conversion)</u>	<u>*</u> <u>-</u>	<u>Beneficial owner</u>

**Basis of Ownership:** Mr. Mutual olds outstanding convertible debt instruments with the contractual right to acquire up to 200,000,000 shares of Common Stock at \$0.01 per share, subject to a 9.9% beneficial ownership limitation at any given time. During the fiscal year ended June 30, 2025, converted an aggregate of approximately 210,000,000 shares of Common Stock. Beneficial ownership status is determined in accordance with Exchange Act Rule 13d-3(d)(1), which includes the right to acquire more than 5% of a class of securities within 60 days.

**Subsequent Event – Change of Control (July 21, 2025):** On July 21, 2025, Andrew Gilton resigned as Chief Executive Officer and transferred ownership of the 51 shares of Series D Preferred Stock to Dr. Jordan P. Balencic, D.O., pursuant to a Transfer of Control Agreement. The Series D Preferred Stock carries super-voting control of the Company. As a result, Dr. Balencic became the Company's Chief Executive Officer and sole control person effective that date.

## 7) Legal/Disciplinary History

A. Identify whether any of the persons or entities listed above have, in the past 10 years, been the subject of:

1. Been the subject of a criminal proceeding or named as a defendant in a pending criminal proceeding (excluding traffic violations and other minor offenses);

N/A

2. Been the subject of an order, judgment, or decree, not subsequently reversed, suspended, or vacated, by a court of competent jurisdiction that permanently or temporarily enjoined, barred, suspended or otherwise limited such person's involvement in any type of business, securities, commodities, or banking activities;

N/A

3. Been the subject of a finding, disciplinary order or judgment by a court of competent jurisdiction (in a civil action), the Securities and Exchange Commission, the Commodity Futures Trading Commission, a state securities regulator of a violation of federal or state securities or commodities law, or a foreign regulatory body or court, which finding or judgment has not been reversed, suspended, or vacated;

N/A

4. Named as a defendant or a respondent in a regulatory complaint or proceeding that could result in a "yes" answer to part 3 above; or

N/A

5. Been the subject of an order by a self-regulatory organization that permanently or temporarily barred, suspended, or otherwise limited such person's involvement in any type of business or securities activities.

N/A

- 6.) Been the subject of a U.S Postal Service false representation order, or a temporary restraining order, or preliminary injunction with respect to conduct alleged to have violated the false representation statute that applies to U.S mail.

N/A

To the Company's knowledge, after due inquiry, none of its officers, directors, or control persons have been the subject of the foregoing matters. The absence of any such history was a factor supporting new management's decision to assume leadership of the Company.

- B. Describe briefly any material pending legal proceedings, other than ordinary routine litigation incidental to the business, to which the issuer or any of its subsidiaries is a party or of which any of their property is the subject. Include the name of the court or agency in which the proceedings are pending, the date instituted, the principal parties thereto, a description of the factual basis alleged to underlie the proceeding and the relief sought. Include similar information as to any such proceedings known to be contemplated by governmental authorities.

N/A.

The Company is not, and none of its subsidiaries are, party to any material pending legal proceedings, nor is management aware of any contemplated proceedings by governmental authorities. The absence of litigation was an important consideration in management's decision to undertake the Company's turnaround efforts.

## 8) Third Party Service Providers

Provide the name, address, telephone number, and email address of each of the following outside providers. You may add additional space as needed.

### Securities Counsel (must include Counsel preparing Attorney Letters).

Name: Jonathan D. Leinwand, P.A.  
Address 1: 18305 Biscayne Blvd. Suite 200  
Address 2: Aventura, FL 33160  
Phone: 954-903-7856  
Email: jonathan@jdlpa.com

### Accountant or Auditor

Name:  
Firm: Iacopi, Lenz & Company  
Address 1: 3031 W March Lane #300E  
Address 2: Stockton, CA 95219  
Phone: 209-957-3651  
Email:

Note: The Company engages Iacopi, Lenz & Company for accounting support in connection with its periodic OTC Markets disclosures. The firm is not engaged as the Company's PCAOB-registered auditor.

## Investor Relations

The Company does not currently engage a third-party investor relations firm. Investor communication is managed internally by executive management.

### *All other means of Investor Communication:*

Twitter: <https://x.com/bfchco>

LinkedIn [N/A]

Facebook: [N/A]

[Other ] Company updates are posted to [www.otcm Markets.com/stock/BFCH/disclosure](http://www.otcm Markets.com/stock/BFCH/disclosure) and the Company's website at [www.evermindholdings.com](http://www.evermindholdings.com).

### Other Service Providers

Provide the name of any other service provider(s) that **that assisted, advised, prepared, or provided information with respect to this disclosure statement**. This includes counsel, broker-dealer(s), advisor(s), consultant(s), or any entity/individual that provided assistance or services to the issuer during the reporting period.

Name: Douglas B. Vaughn

Firm: Independent Contractor

Nature of Services: Assisted with subsidiary consolidation, financial data compilation, and report preparation in connection with this Disclosure Statement.

Address 1:

Address 2: Memphis, TN

Phone:

Email:

## 9) Financial Statements

### A. This Disclosure Statement was prepared by:

Name: Douglas B. Vaughn  
Title: Accountant/Financial Analyst  
Relationship to issuer: Served in an interim administrative capacity as Acting Secretary during the reporting period.

### B. The following financial statements were prepared in accordance with:

- ☒ U.S. GAAP  
☐ IFRS

### C. The financial statements for this reporting period were prepared by (see notes to financials)<sup>2</sup>:

Name: Douglas Vaughn  
Title: Accountant / Financial Analyst  
Relationship to Issuer: Independent contractor; served in an interim administrative capacity as Acting Secretary during the reporting period  
Qualifications: Certified Management Accountant (retired); experience in subsidiary consolidation and financial report preparation  
Scope of Work: Consolidation of subsidiary results with the holding company and preparation of draft financial statements for management review.

Name: Andrew Gilton  
Title: CEO  
Relationship to Issuer: CEO at period-end (June 30, 2025)  
Qualifications: Basic Subsidiary Bookkeeping and checking account reconciliations  
Scope of Work: Provided oversight of subsidiary-level bookkeeping and account reconciliations.

**Governance Transition Note:** On July 21, 2025, subsequent to the period covered by this report, control of the Company transitioned to Jordan P. Balencic, D.O., who assumed the role of Chief Executive Officer. Accordingly, while the financial statements for the fiscal year ended June 30, 2025 were prepared with the assistance of Douglas B. Vaughn (independent contractor) and under the oversight of then-CEO Andrew Gilton, all financial reporting responsibilities have since transitioned to Dr. Balencic as the Company's current CEO.

**Reliance on Prior Information Note:** Subsequent to July 21, 2025, current management has relied upon reports, working papers, and information prepared by Douglas B. Vaughn and Andrew Gilton in connection with prior financial reporting. Current management believes such information to be materially accurate and complete; however, it has noted that certain clerical and typographical errors exist in previously filed reports. These errors did not alter the substantive financial results reported but underscore the importance of ongoing review and correction as part of the Company's turnaround process.

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<sup>2</sup>The financial statements requested pursuant to this item must be prepared in accordance with US GAAP or IFRS by persons with sufficient financial skills.

## 10) Issuer Certification

*Principal Executive/Financial Officer:*

The issuer shall include certifications by the chief executive officer and chief financial officer of the issuer (or any other persons with different titles but having the same responsibilities) in each Quarterly Report or Annual Report.

The certifications shall follow the format below:

I, Jordan P. Balencic, D.O., certify that:

1. I have reviewed this Disclosure Statement for BitFrontier Capital Holdings, Inc.;
2. Based on my knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement; and
3. Based on my knowledge, the financial statements, and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects the financial condition, results of operations and cash flows of the issuer as of, and for, the periods presented in this disclosure statement.

08/17/2025

/s/ Jordan P. Balencic, D.O. [CEO's Signature]

(Digital Signatures should appear as "/s/ [OFFICER NAME]")



**BitFrontier Capital, Inc.**  
**Consolidated Balance Sheet**

	06/30/2025	12/31/2024
Cash	\$ 1,105	\$ 1,105
Prepaid & Other Assets	\$ -	\$ -
Accounts Receivable	<u>\$ 24,473</u>	<u>\$ 6,583,473</u>
Total Current Assets	\$ 25,578	\$ 6,523,304
Building & FFE	\$ -	\$ -
Land	\$ -	\$ -
Equipment	\$ 421,212	\$ 421,212
Other L/T Assets	<u>\$ 120,135</u>	<u>\$ 120,135</u>
Total Other Assets	\$ 541,347	\$ 541,347
<b>Total assets</b>	<b>\$ 566,925</b>	<b>\$ 7,064,651</b>
Accounts payable	\$ -	\$ -
Deferred Revenue	\$ -	\$ 6,559,000
Notes Payable	\$ 2,120,709	\$ 2,205,174
Other Current Liabilities	<u>\$ 90,732</u>	<u>\$ 29,458</u>
Current Liabilities	\$ 2,211,441	\$ 8,793,632
Notes Payable	\$ -	\$ -
Accrued Int Payable	\$ -	\$ -
Other Misc Liabilities	\$ 180,607	\$ 180,607
Long term Liabilities	\$ 180,607	\$ 180,607
Total Liabilities	\$ 2,392,048	\$ 8,974,239
Common Stock	\$ 6,934	\$ 4,826
Preferred Stock	\$ 2,475	\$ 2,475
Paid In Capital	\$ 3,722,637	\$ 3,529,847
Retained Earnings	\$ (5,278,960)	\$ (5,214,556)
Net Income YTD	<u>\$ (95,206)</u>	<u>\$ (48,239)</u>
Equity	\$ (1,825,123)	\$ (1,909,588)
Total Lib & Equity	<b>\$ 566,925</b>	<b>\$ 7,064,651</b>

**Bitfrontier Capital, Inc**  
**Consolidated Income Statement**

	Year to Date 06/30/25	Quarter to Date 06/30/25
Server Sales	\$ -	\$ -
Crypto	\$ -	\$ -
IT Services	\$ -	\$ -
<u>other</u>	<u>\$ -</u>	<u>\$ -</u>
Total revenues	\$ -	\$ -
Cost of Sales - Servers	\$ -	\$ -
Cost of sales - IT Services	\$ -	\$ -
<u>Other Cost of Sales</u>	<u>\$ -</u>	<u>\$ -</u>
Total Cost of Sales	\$ -	\$ -
Gross Profit	\$ -	\$ -
Salaries	\$ -	\$ -
Administration	\$ -	\$ -
Marketing	\$ -	\$ -
<u>Interest Expense</u>	<u>\$ 95,206</u>	<u>\$ 51,066</u>
Total Expense	\$ 95,206	\$ 51,066
<b>Net profit</b>	<b>\$ (95,206)</b>	<b>\$ (51,066)</b>

**BitFrontier Capital Holdings, Inc.**  
**Consolidated Cash Flow Statement**

	Year to Date 06/30/25	Quarter to Date 06/30/25
Net Income	\$ (95,206)	\$ (51,066)
Adjustments to reconcile		
Changes in A/R and A/P	\$ -	\$ -
<u>Changes in Other A/L</u>	<u>\$ -</u>	<u>\$ -</u>
Net Cash From Operations	\$ (95,206)	\$ (51,066)
Investing Activities		
Inter Company	\$ -	\$ -
Hypernova LLC	\$ -	\$ -
Other Investments	<u>\$ -</u>	<u>\$ -</u>
Net Cash Used Investing	\$ -	\$ -
Financing Activities		
Inter Company	\$ -	\$ -
Real Estate Loans	\$ -	\$ -
Notes Payable	\$ -	\$ -
Accrued Int Pay	\$ 95,206	\$ 51,066
Other Financing	\$ -	\$ -
<u>Equity Contribution/WD</u>	<u>\$ -</u>	<u>\$ -</u>
Net Cash from Financing	\$ 95,206	\$ 51,066
<u>Net Cash Increase</u>	<u>\$ -</u>	<u>\$ -</u>
Cash At Beginning of Period	\$ 1,105	\$ 1,105
<b>Cash At End of Period</b>	<b>\$ 1,105</b>	<b>\$ 1,105</b>

**BitFrontier Capital, Inc.**  
**Consolidated Statements of Stockholders Equity**

	Preferred Stock		Common Stock		Treasury Stock		Additional	Retained	Total
	Shares	Amount	Shares	Amount	Shares	Amount	Paid-in Capital	Earnings	Stockholders Equity
Balance 12/31/2022	51	\$ -	\$ 347,624,394	\$ 3,476	-	-	\$ 3,290,601	(3,030,059)	94,959
Net Income YTD 2022								(258,080)	-
Prior Period Adjustment*	-	\$ -	-	\$ -	-	-	\$ -	(1,824,925)	(1,824,925)
preferred stock issued **	44,750,051	\$ 2,475	-	\$ -	-	-	\$ -	-	2,475
Common Stock Issued	-	\$ -	41,223,564	\$ 412	-	-	\$ 263,005	-	263,417
Purchase of Treasury	-	\$ -	-	\$ -	-	-	\$ -	-	-
Dividends/Contributions	-	\$ -	-	\$ -	-	-	\$ -	-	(320,089)
Net Income YTD 2023	-	\$ -	-	\$ -	-	-	\$ -	-	\$ 31,615
Balance 012/31/2023	44,750,102	2,475	388,847,958	3,888	-	-	3,553,606	(5,113,064)	(1,656,244)
Net Income YTD 2023								31,615	-
Prior Period Adjustment*	-	\$ -	-	\$ -	-	-	\$ -	(11,578)	(11,578)
preferred stock issued **	-	\$ -	-	\$ -	-	-	\$ -	102,256	102,256
Common Stock Issued	-	\$ -	93,787,332	\$ 938	-	-	\$ 149,231	-	150,169
Purchase of Treasury	-	\$ -	-	\$ -	-	-	\$ -	-	-
Dividends/Contributions	-	\$ -	-	\$ -	-	-	\$ -	(183,003)	(183,003)
Net Income YTD 2024	-	\$ -	-	\$ -	-	-	\$ -	-	\$ (48,239)
Balance 12/31/2024	44,750,102	2,475	482,635,290	4,826	-	-	3,702,837	(5,173,774)	(1,646,639)
Net Income YTD 2024								(48,239)	-
Prior Period Adjustment*	-	\$ -	-	\$ -	-	-	\$ -	(56,947)	(56,947)
preferred stock issued **	-	\$ -	-	\$ -	-	-	\$ -	-	-
Common Stock Issued	-	\$ -	210,757,555	\$ 2,108	-	-	\$ 19,800	-	21,908
Purchase of Treasury	-	\$ -	-	\$ -	-	-	\$ -	-	-
Dividends/Contributions	-	\$ -	-	\$ -	-	-	\$ -	-	-
Net Income YTD 2025	-	\$ -	-	\$ -	-	-	\$ -	-	\$ (95,206)
Balance 06/30/2025	44,750,102	2,475	693,392,845	6,934	-	-	3,722,637	(5,278,960)	(1,825,123)

## Notes to the Financial Statements

### NOTE 1 – ORGANIZATION AND BUSINESS HISTORY

BitFrontier Capital Holdings, Inc. (the “Company”), formerly AOM Minerals, Ltd., was incorporated in the State of Nevada on June 3, 2005. The Company was initially engaged in the exploration and evaluation of mineral properties. In connection with those activities, it previously held a 100% beneficial interest in two mineral claims known as the “Maybe Property,” which were abandoned in 2007.

On December 5, 2007, the Company changed its name to *Purio, Inc.* and consummated a share exchange agreement with Purio Environmental Water Source, Inc. (“PEWS”), a Nevada corporation. In that transaction, the Company issued 27,734,603 shares of common stock in exchange for all outstanding shares of PEWS, which thereby became a wholly-owned subsidiary. The financial statements of the Company were thereafter consolidated to reflect the results of PEWS, whose inception date was November 16, 1999.

PEWS owned proprietary water clarification technology designed for industrial and commercial applications. Its technology was marketed for reclaiming and reusing surface water, process water, and wastewater.

In August 2010, the Company re-domiciled from Nevada to Wyoming.

On December 13, 2017, the Company entered into a merger agreement with BitFrontier Capital Investments, Inc., a Wyoming corporation. For purposes of effecting the transaction, the Company formed a wholly-owned subsidiary, BitFrontier Acquisitions, Inc., which merged into BitFrontier Capital Investments, Inc., with BitFrontier Capital Investments, Inc. surviving as a wholly-owned subsidiary.

On December 20, 2017, the Company changed its name from Purio, Inc. to *BitFrontier Capital Holdings, Inc.* On January 2, 2018, the Company filed a corporate action with FINRA requesting a name and symbol change. FINRA declared the action effective on February 5, 2018, at which time the trading symbol was changed from “PURO” to “BFCH.”

On January 13, 2018, the Company entered into an agreement and plan of merger with BitFrontier Technologies, Inc., a Wyoming corporation. To facilitate the merger, the Company formed a wholly-owned subsidiary, BitFrontier Merger, Inc., which merged into BitFrontier Technologies, Inc., with BitFrontier Technologies, Inc. surviving as a wholly-owned subsidiary.

In October 2021, administrative control of the Company was awarded to Bryan Wilkinson by the State of Wyoming. Shortly thereafter, Andrew Gilton was appointed Chief Executive Officer, and subsidiaries ASICs Miners, Inc. and Liquid Immersion, Inc. were acquired from Mr. Gilton. ASICs Miners was engaged in the sale of cryptocurrency mining servers, while Liquid Immersion provided related hosting facilities.

### NOTE 2 - BASIS OF PRESENTATION

The accompanying consolidated financial statements have been prepared on the accrual basis of accounting in conformity with accounting principles generally accepted in the United States of America (“U.S. GAAP”). All intercompany accounts and transactions have been eliminated.

In the opinion of management, these interim financial statements include all normal recurring adjustments necessary for a fair presentation of the Company’s financial condition.

Management has concluded that substantial doubt exists regarding the Company’s ability to continue as a going concern. The Company has a history of operating losses, negative cash flows, and limited capital resources. While management has

initiated restructuring actions and is pursuing funding initiatives, there can be no assurance such strategies will be successful. The accompanying financial statements do not include any adjustments that may be required should the Company be unable to continue as a going concern.

### NOTE 3 – CONVERTIBLE NOTES PAYABLE

On July 24, 2025, the Company and Jeffrey Mutual entered into an Amended and Restated Convertible Note Agreement consolidating multiple legacy convertible promissory notes originally issued between February 19, 2021 and December 13, 2022.

Key terms of the amended agreement include:

- The conversion price was fixed at \$0.01 per share of Common Stock.
- The total number of shares issuable to Mr. Mutual is capped at 200,000,000 shares in the aggregate. This cap is reflected in the reserve schedule maintained with the Company's transfer agent.
- A 9.9% beneficial ownership limitation applies at any time.
- Conversions may be effected on demand by written instruction to the Company's transfer agent.
- The Rule 144 holding period for the shares is tacked to the original note issuance dates.
- The agreement includes a full mutual release of all claims related to the prior debt instruments.

This amendment permanently eliminated all variable-rate conversion provisions and extinguished the toxic convertible debt overhang from the Company's capital structure. Management believes the restructuring enhances balance sheet stability and provides greater protection to shareholders.

During the fiscal year ended June 30, 2025, Mr. Mutual converted portions of the amended notes into approximately 210,000,000 shares of Common Stock. The remaining principal balance is convertible on demand, subject to the terms above.

### NOTE 4 - SUBSEQUENT EVENTS

Subsequent to June 30, 2025:

- On **July 21, 2025**, pursuant to a Transfer of Control Agreement, Andrew Gilton resigned as Chief Executive Officer and transferred 51 shares of Series D Preferred Stock (representing 51% of the Company's voting power) to Jordan P. Balencic, D.O., who was appointed Chief Executive Officer effective that date.
- The Company completed the Amended and Restated Convertible Note Agreement with Jeffrey Mutual described in Note 3. A significant portion of the increase in outstanding shares between June 30, 2025 and late July 2025 was the result of conversions under this agreement. Effective **July 24, 2025**, current management implemented measures to restrict further conversions, thereby halting the toxic dilution that had historically burdened the Company's capital structure. The accounting impact of these issuances will be reflected in the Company's September 30, 2025 quarterly report.
- On **August 2, 2025**, the Company executed a binding Letter of Intent to acquire ERApeutics, LLC (d/b/a Evermind™ Beverage), a Pennsylvania-based consumer health company focused on cognitive performance and functional wellness products. No shares of Common Stock have been issued as of the date of this filing; closing is subject to the negotiation and execution of a definitive agreement.
- Management announced a strategic realignment of the Company under the name EVERMIND HOLDINGS, INC. (d/b/a), positioning BFCH as a purpose-built public platform focused on cognitive health, functional wellness, and performance-driven innovation.

In addition, management has initiated a review of historical equity issuances to former officers, directors, and affiliates. Where such issuances are determined to have been improperly granted, inadequately documented, or not supported by bona fide consideration, the Company reserves the right to pursue rescission, cancellation, or other remedial action to restore value to shareholders. This review is ongoing, and no final determinations have been made as of the date of this filing.

New management is pursuing a structural transformation of the Company, centered on:

- Incubating and scaling high-impact consumer and technology assets in human optimization, cognitive performance, and longevity.
- Leveraging a disciplined, venture-style acquisition framework that provides shareholders exposure to diversified growth opportunities.
- Establishing a model with optionality for future spin-offs or separate public listings of portfolio divisions to maximize shareholder value.
- Implementing a capital-efficient funding strategy designed to accelerate growth while protecting the balance sheet.

Management believes these initiatives mark the definitive end of legacy practices and position the Company to execute on its turnaround strategy. The objective is to build a portfolio of differentiated, science-backed brands and platforms capable of generating independent scale, with the public vehicle serving as a launchpad for long-term shareholder value creation.

Management has evaluated subsequent events through the date these financial statements were available to be issued and has determined that, other than those described above, no material subsequent events occurred.

## MANAGEMENT DISCUSSION AND ANALYSIS

The period ended June 30, 2025, reflects minimal revenues and legacy expenses under the Company's prior structure. These historical results are not indicative of the Company's future direction.

On July 21, 2025, a change of control was completed and new management assumed leadership with a clear mandate: reposition BitFrontier Capital Holdings, Inc. (OTC: BFCH), doing business as EVERMIND HOLDINGS, INC., as a purpose-built public platform for cognitive health, functional wellness, and human optimization.

Since assuming control, management has taken immediate steps to establish the foundation for a sustainable turnaround:

- **Elimination of Toxic Debt:** Through the Amended and Restated Convertible Note Agreement with Jeffrey Mutual, all variable-rate conversion provisions have been eliminated and a fixed cap established, permanently ending uncontrolled dilution risk. Management views this as a transformative event for shareholder protection and balance sheet integrity.
- **Strategic Pivot:** The Company has executed a binding Letter of Intent with ERApeutics, LLC (d/b/a Evermind™), a functional beverage company with development-stage assets and a track record of outside investment. While no shares have been issued to date, the parties are working toward a definitive agreement that, if completed, will serve as the anchor asset for the Company's new platform.
- **Platform Model:** Management intends to develop Evermind Holdings into a disciplined, capital-efficient public platform designed to incubate and scale multiple high-impact assets. Opportunities under review include nutraceuticals, functional beverages, wellness technologies, and performance-driven intellectual property. The structure provides optionality for future spin-offs or independent public listings, enabling distinct business units to unlock value for shareholders as they mature.
- **Funding & Deal Flow:** Management is actively engaging with investors and strategic partners to secure the capital required to execute this plan. While still in early stages, the combination of a cleaned-up balance sheet, a focused platform strategy, and a consumer-ready pipeline positions the Company favorably for future financings and growth initiatives.

Management believes the steps already taken represent only the beginning of a multi-phase transformation. While execution will require time and disciplined capital allocation, the foundation has been laid for long-term value creation. The Company intends to pursue targeted acquisitions, structured financings, and operational execution designed to establish Evermind Holdings as a differentiated participant in the fast-growing cognitive health, wellness, and human optimization sectors.